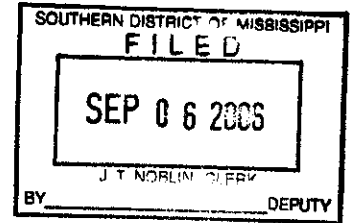


**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI
WESTERN DIVISION**



MDI/PRIMECARE, INC.

PLAINTIFF

V.

CIVIL ACTION NO. 5:05CV106DCB-JCS

**PAUL KELLY LOYACONO and
E. SCOTT VERHINE**

DEFENDANTS

AGREED ORDER OF DISMISSAL

This matter is before the Court on the motion ore tenus and request of the parties to dismiss this action with prejudice on the ground that the parties have entered into a settlement agreement which resolves the claims and counterclaims in this action, as more specifically provided for in the settlement agreement. Having considered the motion, and being fully advised in the premises, the Court finds that the motion is well-taken and should be granted.

IT IS, THEREFORE, ORDERED AND ADJUDGED that this action and all claims and counterclaims herein be and the same are dismissed with prejudice, and that the parties shall bear their own respective costs and attorneys' fees.

SO ORDERED, this the 5th day of Sept., 2006.



UNITED STATES MAGISTRATE JUDGE

Agreed:

s/M. James Chaney, Jr. (MBN 5959)
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